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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO ASSIGNMENT OF LEASES

SUPPLEMENT NO. 18  
TO  
SCHEDULE 1  
ANNEXED TO ASSIGNMENT OF LEASES  
DATED AS OF DECEMBER 13, 1985  
BY  
ACF INDUSTRIES, INCORPORATED  
("ASSIGNOR")  
TO  
NORSTAR BANK, AS AGENT ("AGENT")

WHEREAS, Assignor and the Agent (as successor in interest to Fleet National Bank) are parties to a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) have agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

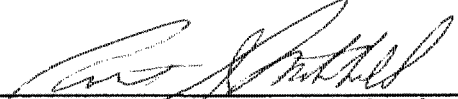
1. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the

car numbers hereinafter listed, which lease agreements are hereby released from the lien and assignment created under and pursuant to the Assignment:


See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 15th day of September, 1988.

ACF INDUSTRIES, INCORPORATED

By   
Name: Robert J. Mitchell  
Title: Treasurer

NORSTAR BANK, as Agent

By   
Name:  
Title: AVP

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

On this 9<sup>th</sup> day of September, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Michelle M. Finn

MICHELLE M. FINN  
Notary Public, State of New York  
No. 30-4800603

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires March 30, 1985 9/30/89

On this 9<sup>th</sup> day of September, 1988, before me personally came BARBARA L. EDMOND, to me known, who being to me duly sworn, did depose and say that she resides at 3 HAHAN ROAD, OLD BETHPAGE, NY 11704, that she is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Lillian Pucciariello

LILLIAN PUCCIARIELLO  
Notary Public, State of New York  
No. 31-0402255  
Qualified in New York County  
Commission Expires May 31, 1990

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
41135 - 41184	50	\$ 2,306,000	C214
41800 - 41809	10	466,340	"
64882	68	3,119,976	"
64885 - 64886			
64903 - 64904			
64907			
64909			
64920			
64928			
64931			
64943			
64945			
64947			
64950 - 64951			
64953			
64958			
64960 - 65010			
65551 - 65555	25	1,185,975	"
65558 - 65559			
65561			
65563 - 65564			
65566 - 65567			
65569 - 65579			
65581			
65584			
51720 - 51732	14	895,580	C614
51734			
51648 - 51662	15	917,580	"
51673 - 51687	15	932,202	"
51691 - 51694	4	245,276	"
51696 - 51700	5	317,455	"
51701 - 51715	15	986,445	"
51716 - 51719	4	259,016	
72638 - 72660	26	912,883	T053
72676 - 72677			
72698			

71807 - 71809 71811	4	300,969	T073
72578 - 72591	14	949,918	T104
72598 - 72622 72661 - 72675 72678 - 72697	60	2,191,080	"
72623 - 72637	15	641,143	"
72385 - 72389 72392 72398 72403 72411 - 72434 72436 - 72444 72463 - 72491	70	3,455,897	T105 T106 "
72163 - 72166 72258 - 72259 72263 72269 72270 - 72277 72279 - 72280 72445 - 72448	22	989,688	T108 "
77367 - 77368 77370 77375 - 77416	45	2,579,942	T564 "
Total	<u>481</u>	<u>\$ 23,653,365</u>	